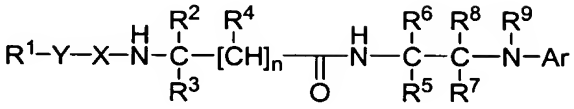
WHAT IS CLAIMED IS:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

R^1 is a member selected from the group consisting of H, C_6-C_{10} aryl substituted with 0-3 R^{1a}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated; and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated, and a C_1-C_4 alkyl substituted with 0-2 R^{16};

each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C_1-C_6 alkyl, C_1-C_6 alkoxy, CF_3 and OCF_3;

each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, C_1-C_6 alkoxy, CF_3, OCF_3, $C(=O)R^{10}$, $S(=O)_2R^{10}$, tBoc, Cbz; phenyl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each

independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{2a}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, and -$S(=O)_2$-, a C_2-C_6 alkenyl, a C_2-C_6 alkynyl, a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}, wherein said C_3-C_7 cycloalkyl optionally contains a heteroatom selected from –O-, -S-, and -$S(=O)_2$-, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

R^3 is a member selected from the group consisting of H and C_1-C_4 alkyl;

subscript n is 0 or 1;

R^4 is a member selected from the group consisting of H and C_1-C_6 alkyl;

alternatively, R^2 and R^4 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -$S(=O)_2$- and –NR^{17}-;

Y is a member independently selected from the group consisting of a bond and -$(CR^{20}R^{21})_m$-W-$(CR^{22}R^{23})_p$-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -$S(=O)_2$- and -NR^{12}-;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR^{24}C(=O)- and -$S(=O)_2$-;

each of R^6, R^7, R^8 and R^9 is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^5 and R^7 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

alternatively, R^5 and R^9 are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R^{29}, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{29};

each R^{10} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a C_1-C_3 perfluoroalkyl, a C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c};

each R^{11} is independently a member selected from the group consisting of H, ^{t}BOC, Cbz, C_3-C_8 cycloalkyl, (C_1-C_6 alkyl)-C(=O)-, (C_1-C_6 alkyl)-$S(=O)_2$- and a C_1-C_6 alkyl;

each of R^{12}, R^{13} and R^{14} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{13} and R^{14} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{15} is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO_2, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, -SCH_3,

-S(=O)CH_3, -S(=O)$_2CH_3$, $NR^{26}R^{27}$, C_1-C_6 alkoxy, C_1-C_3 perfluoroalkyl, C_1-C_3 perfluoroalkoxy and a C_1-C_6 alkyl;

each R^{16} is independently a member selected from the group consisting of H, OH, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, -SCH_3, -S(=O)CH_3, -S(=O)$_2CH_3$, C_1-C_6 alkoxy, $NR^{26}R^{27}$, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated;

R^{17} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO_2, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a C_1-C_3 perfluoroalkyl, a C_1-C_3 perfluoroalkoxy, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl;

each R^{19} is a independently a member selected from the group consisting of C_1-C_4 alkyl, F, Cl and C_1-C_4 alkoxy, CF_3 and OCF_3;

alternatively, two R^{19} on the same carbon may be combined to form C_3-C_6 cycloalkyl;

each of R^{20}, R^{21}, R^{22} and R^{23} is independently a member selected from the group consisting of a bond, H, F, OH, C_1-C_4 alkyl, and C_1-C_3 alkylhydroxy;

alternatively, R^{20} and R^{21} or R^{22} and R^{23} are taken together to form a C_3-C_6 cycloalkyl;

R^{24} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{25} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a phenyl substituted with 0-3 R^{15} and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R^{15};

each R^{26} is independently a member selected from the group consisting of H, C_1-C_4 alkyl, (C_1-C_4 alkyl)-C(=O)- and (C_1-C_4 alkyl)-S(=O)$_2$-;

each R^{27} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{26} and R^{27} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{28} is independently a member selected from the group consisting of H, a C_1-C_6 alkyl, C_3-C_8 cycloalkyl, a phenyl substituted with 0-3 R^{15}, a benzyl substituted with 0-2 R^{15};

each R^{29} is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO_2, OR^{28}, SR^{28}, $S(=O)R^{28}$, $S(=O)_2R^{28}$, $S(=O)_2NR^{13}R^{14}$, $NR^{26}R^{27}$, acetyl, $C(=O)NR^{13}R^{14}$, $C(=O)OR^{13}$, C_1-C_6 alkyl, $OCHF_2$, SCF_3, OCF_3, -$C(=NH)NH_2$, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;

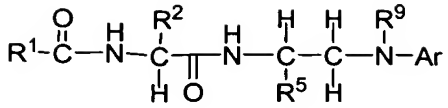
alternatively, two R^{29} substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;

alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R^{19};

each R^{30} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}, and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}; and

with the proviso that R^3, R^4, R^5, R^6, R^7, R^8, and R^9 are not all hydrogen.

2. The compound of claim **1**, according to formula Ia



Ia

wherein:

R^1 is a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 1 R^{1a};

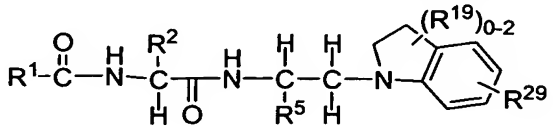
R^{1a} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{15}, and a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl, a C_1-C_3 alkyl substituted with 1 R^{2a}, and a C_3-C_7 cycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{19} and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

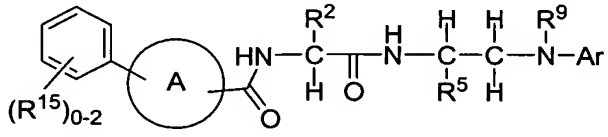
3. The compound of claim **2**, wherein said compound is of the formula:



4. The compound of claim **1**, wherein:

R^1 is a member selected from the group consisting of phenyl substituted with 0-3 R^{1a}, furanyl substituted with 0-3 R^{1a}, C_3-C_6 cycloalkyl substituted with 0-3 R^{1a}, indolyl substituted with 0-3 R^{1a}, 5- or 6-membered heterocyclyl substituted with 0-3 R^{1c}, pyidazinyl substituted with 0-3 R^{1a}, imadazolyl substituted with 0-3 R^{1a}, thienyl substituted with 0-3 R^{1a}, thiazolyl substituted with 0-3 R^{1a}, oxadiazolyl substituted with 0-3 R^{1a}, pyrazolyl substituted with 0-3 R^{1a}, isoxazolyl substituted with 0-3 R^{1a}, tetrazolyl substituted with 0-3 R^{1a}, oxazolyl substituted with 0-3 R^{1a} and pyridyl substituted with 0-3 R^{1a}.

5. The compound of claim **2**, according to formula Ib:



Ib

wherein:

each R^{15}, if present, is independently a member selected from the group consisting of OH, F, Cl, Br, I, CN, NO_2, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, $-SCH_3$, $-S(=O)CH_3$, $-S(=O)_2CH_3$, $NR^{26}R^{27}$, C_1-C_6 alkoxy, C_1-C_3 perfluoroalkyl, C_1-C_3 perfluoroalkoxy and a C_1-C_6 alkyl; and

A is a 5-membered heteroaryl selected from the group consisting of furanylene, thienylene, thiazolylene, oxadiazolylene, isoxazolylene, tetrazolylene, and oxazolylene.

6. The compound of claim **5**, wherein:

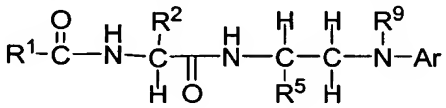
R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl substituted with 0-1 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, $-S(=O)_2$- and $-NR^{17}$-; and

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a phenyl substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl.

7. The compound of claim **1**, according to formula Ia:



Ia

wherein:

R^1 is a member selected from the group consisting of a C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated and a C_4-C_7 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{2a}, and a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

8. The compound of claim **7**, wherein:

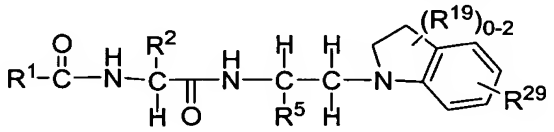
R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19};

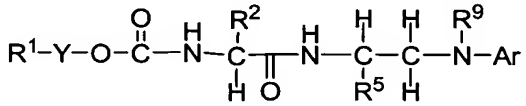
R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl substituted with 0-1 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-; and

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR^{30}, C(=O)$NR^{13}R^{14}$, $NR^{11}R^{12}$, a phenyl substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl.

9. The compound of claim **7**, wherein said compound is of the formula:



10. The compound of claim **1**, according to formula Ic:



Ic

wherein:

R^1 is a member selected from the group consisting of tBu, phenyl substituted with 0-2 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_4-C_7 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c};

each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, a C_1-C_6 alkoxy, CF_3, OCF_3, C(=O)R^{10}, S(=O)$_2R^{10}$, tBoc, Cbz, phenyl substituted with 0-3 R^{15}, and a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each

independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};

Y is a member independently selected from the group consisting of a bond and $-(CR^{20}R^{21})_m-W-(CR^{22}R^{23})_p-$, wherein m is 0, W is a bond, and $R^{22}R^{23}$ are both H;

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl , a C_1-C_3 alkyl substituted with 1 R^{2a}, and a C_3-C_7 cycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

11. The compound of claim **10**, wherein:

R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

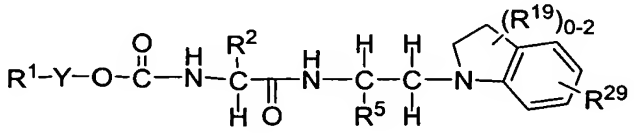
each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl substituted with 0-1 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, $-S(=O)_2-$ and $-NR^{17}-$; and

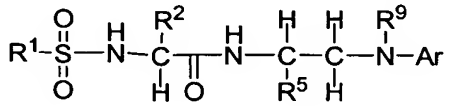
each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a phenyl substituted with 0-3

R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl.

12. The compound of claim **10**, wherein said compound is of the formula:



13. The compound of claim **1**, according to formula Id:



Id

wherein:

R^1 is a member selected from the group consisting of methyl, benzyl, C_6-C_{10} aryl substituted with 0-3 R^{1a}, and a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a};

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}; and a C_1-C_4 alkyl; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

14. The compound of claim **13**, wherein:

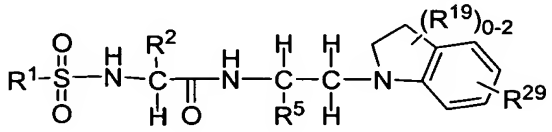
R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19};

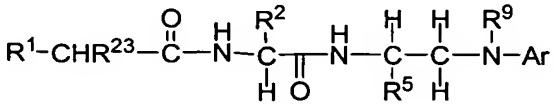
R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl substituted with 0-1 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-; and

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR^{30}, C(=O)$NR^{13}R^{14}$, $NR^{11}R^{12}$, a phenyl substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl.

15. The compound of claim **13**, wherein said compound is of the formula:



16. The compound of claim **1**, according to formula Ie



Ie

wherein:

R^1 is a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{1a}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a};

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, S(=O)CH_3,

$S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated, and a C_1-C_4 alkyl substituted with 0-2 R^{16}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

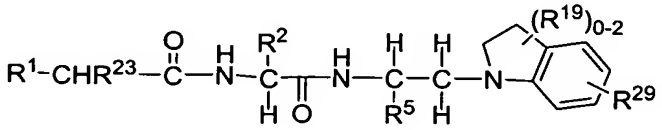
17. The compound of claim **16**, wherein:

R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

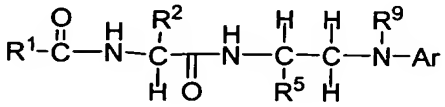
each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}; and

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -$S(=O)_2$- and –NR^{17}-.

18. The compound of claim **16**, wherein said compound is of the formula:



19. The compound of claim **1**, according to formula Ia



Ia

wherein:

R^1 is a member selected from the group consisting of C_6-C_{10} aryl substituted with 0-3 R^{1a}, and a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a};

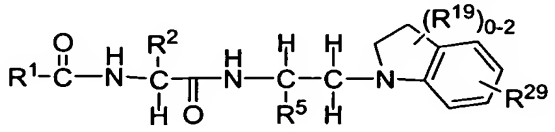
each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}; and a C_1-C_4 alkyl substituted with 0-2 R^{16};

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl, a C_1-C_2 alkyl substituted with1R^{2a}, a C_3-C_7 cycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}; a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}; and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

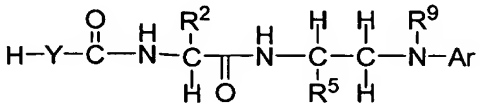
20. The compound of claim **19**, wherein said compound is of the formula:



21. The compound of claim **1**, wherein R^5 and R^7 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

22. The compound of claim **1**, according to formula If



If

wherein:

Y is a member selected from the group consisting of a bond and -$(CR^{20}R^{21})_m$-W-$(CR^{22}R^{23})_p$-;

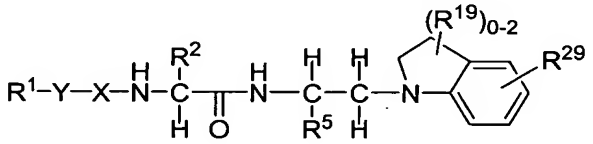
subscript p is the integer 1 or 2;

subscript m is 0 or 1;

W is a oxygen; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

23. The compound of claim **1**, according to formula Ig:



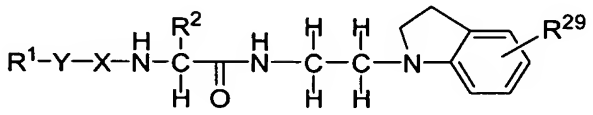
Ig

wherein:

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{18}, wherein said

C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-.

24. The compound of claim **23**, according to formula Ih:



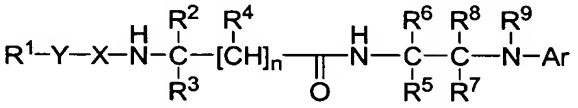
Ih

25. The compound of claim **1**, wherein R^9 is H; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

26. The compound of claim **1**, wherein said compound is a member selected from the compounds of Table I.

27. A pharmaceutical composition comprising: a compound of Formula I:



I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

R^1 is a member selected from the group consisting of H, C_6-C_{10} aryl substituted with 0-3 R^{1a}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated; and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$,

$S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated, and a C_1-C_4 alkyl substituted with 0-2 R^{16};

each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C_1-C_6 alkyl, C_1-C_6 alkoxy, CF_3 and OCF_3;

each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, C_1-C_6 alkoxy, CF_3, OCF_3, $C(=O)R^{10}$, $S(=O)_2R^{10}$, tBoc, Cbz; phenyl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{2a}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, and $-S(=O)_2-$, a C_2-C_6 alkenyl, a C_2-C_6 alkynyl, a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}, wherein said C_3-C_7 cycloalkyl optionally contains a heteroatom selected from –O-, -S-, and $-S(=O)_2-$, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

R^3 is a member selected from the group consisting of H and C_1-C_4 alkyl;

subscript n is 0 or 1;

R^4 is a member selected from the group consisting of H and C_1-C_6 alkyl;

alternatively, R^2 and R^4 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-;

Y is a member independently selected from the group consisting of a bond and -$(CR^{20}R^{21})_m$-W-$(CR^{22}R^{23})_p$-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -S(=O)$_2$- and -NR^{12}-;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR^{24}C(=O)- and -S(=O)$_2$-;

each of R^6, R^7, R^8 and R^9 is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^5 and R^7 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

alternatively, R^5 and R^9 are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R^{29}, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{29};

each R^{10} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a C_1-C_3 perfluoroalkyl, a C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a

member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c};

each R^{11} is independently a member selected from the group consisting of H, ^{t}BOC, Cbz, C_3-C_8 cycloalkyl, (C_1-C_6 alkyl)-C(=O)-, (C_1-C_6 alkyl)-S(=O)$_2$- and a C_1-C_6 alkyl;

each of R^{12}, R^{13} and R^{14} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{13} and R^{14} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{15} is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO_2, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, $-SCH_3$, $-S(=O)CH_3$, $-S(=O)_2CH_3$, $NR^{26}R^{27}$, C_1-C_6 alkoxy, C_1-C_3 perfluoroalkyl, C_1-C_3 perfluoroalkoxy and a C_1-C_6 alkyl;

each R^{16} is independently a member selected from the group consisting of H, OH, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, $-SCH_3$, $-S(=O)CH_3$, $-S(=O)_2CH_3$, C_1-C_6 alkoxy, $NR^{26}R^{27}$, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated;

R^{17} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO_2, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a C_1-C_3 perfluoroalkyl, a C_1-C_3 perfluoroalkoxy, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl;

each R^{19} is a independently a member selected from the group consisting of C_1-C_4 alkyl, F, Cl and C_1-C_4 alkoxy, CF_3 and OCF_3;

alternatively, two R^{19} on the same carbon may be combined to form C_3-C_6 cycloalkyl;

each of R^{20}, R^{21}, R^{22} and R^{23} is independently a member selected from the group consisting of a bond, H, F, OH, C_1-C_4 alkyl, and C_1-C_3 alkylhydroxy;

alternatively, R^{20} and R^{21} or R^{22} and R^{23} are taken together to form a C_3-C_6 cycloalkyl;

R^{24} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{25} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a phenyl substituted with 0-3 R^{15} and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R^{15};

each R^{26} is independently a member selected from the group consisting of H, C_1-C_4 alkyl, (C_1-C_4 alkyl)-C(=O)- and (C_1-C_4 alkyl)-S(=O)$_2$-;

each R^{27} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{26} and R^{27} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{28} is independently a member selected from the group consisting of H, a C_1-C_6 alkyl, C_3-C_8 cycloalkyl, a phenyl substituted with 0-3 R^{15}, a benzyl substituted with 0-2 R^{15};

each R^{29} is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO_2, OR^{28}, SR^{28}, $S(=O)R^{28}$, $S(=O)_2R^{28}$, $S(=O)_2NR^{13}R^{14}$, $NR^{26}R^{27}$, acetyl, $C(=O)NR^{13}R^{14}$, $C(=O)OR^{13}$, C_1-C_6 alkyl, $OCHF_2$, SCF_3, OCF_3, -$C(=NH)NH_2$, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;

alternatively, two R^{29} substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;

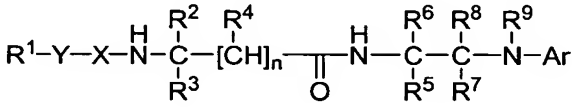
alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R^{19};

each R^{30} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}, and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}; with the proviso that R^3, R^4, R^5, R^6, R^7, R^8, and R^9 are not all hydrogen; and

an excepient.

28. The composition of claim **27**, wherein said compound is a member selected from the compounds of Table I.

29. A method of selectively inhibiting cathepsin S activity in a mammal in need thereof, comprising administering to said mammal a therapeutically effective amount of a compound of Formula I:



I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

R^1 is a member selected from the group consisting of H, C_6-C_{10} aryl substituted with 0-3 R^{1a}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated; and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$,

$S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated, and a C_1-C_4 alkyl substituted with 0-2 R^{16};

each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C_1-C_6 alkyl, C_1-C_6 alkoxy, CF_3 and OCF_3;

each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, C_1-C_6 alkoxy, CF_3, OCF_3, $C(=O)R^{10}$, $S(=O)_2R^{10}$, tBoc, Cbz; phenyl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{2a}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, and $-S(=O)_2-$, a C_2-C_6 alkenyl, a C_2-C_6 alkynyl, a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}, wherein said C_3-C_7 cycloalkyl optionally contains a heteroatom selected from –O-, -S-, and $-S(=O)_2-$, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

R^3 is a member selected from the group consisting of H and C_1-C_4 alkyl;

subscript n is 0 or 1;

R^4 is a member selected from the group consisting of H and C_1-C_6 alkyl;

alternatively, R^2 and R^4 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-;

Y is a member independently selected from the group consisting of a bond and -$(CR^{20}R^{21})_m$-W-$(CR^{22}R^{23})_p$-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -S(=O)$_2$- and -NR^{12}-;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR^{24}C(=O)- and -S(=O)$_2$-;

each of R^6, R^7, R^8 and R^9 is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^5 and R^7 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

alternatively, R^5 and R^9 are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R^{29}, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{29};

each R^{10} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a C_1-C_3 perfluoroalkyl, a C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a

member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c};

each R^{11} is independently a member selected from the group consisting of H, ^{t}BOC, Cbz, C_3-C_8 cycloalkyl, (C_1-C_6 alkyl)-C(=O)-, (C_1-C_6 alkyl)-$S(=O)_2$- and a C_1-C_6 alkyl;

each of R^{12}, R^{13} and R^{14} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{13} and R^{14} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{15} is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO_2, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, $-SCH_3$, $-S(=O)CH_3$, $-S(=O)_2CH_3$, $NR^{26}R^{27}$, C_1-C_6 alkoxy, C_1-C_3 perfluoroalkyl, C_1-C_3 perfluoroalkoxy and a C_1-C_6 alkyl;

each R^{16} is independently a member selected from the group consisting of H, OH, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, $-SCH_3$, $-S(=O)CH_3$, $-S(=O)_2CH_3$, C_1-C_6 alkoxy, $NR^{26}R^{27}$, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated;

R^{17} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO_2, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a C_1-C_3 perfluoroalkyl, a C_1-C_3 perfluoroalkoxy, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl;

each R^{19} is a independently a member selected from the group consisting of C_1-C_4 alkyl, F, Cl and C_1-C_4 alkoxy, CF_3 and OCF_3;

alternatively, two R^{19} on the same carbon may be combined to form C_3-C_6 cycloalkyl;

each of R^{20}, R^{21}, R^{22} and R^{23} is independently a member selected from the group consisting of a bond, H, F, OH, C_1-C_4 alkyl, and C_1-C_3 alkylhydroxy;

alternatively, R^{20} and R^{21} or R^{22} and R^{23} are taken together to form a C_3-C_6 cycloalkyl;

R^{24} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{25} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a phenyl substituted with 0-3 R^{15} and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R^{15};

each R^{26} is independently a member selected from the group consisting of H, C_1-C_4 alkyl, (C_1-C_4 alkyl)-C(=O)- and (C_1-C_4 alkyl)-$S(=O)_2$-;

each R^{27} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{26} and R^{27} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{28} is independently a member selected from the group consisting of H, a C_1-C_6 alkyl, C_3-C_8 cycloalkyl, a phenyl substituted with 0-3 R^{15}, a benzyl substituted with 0-2 R^{15};

each R^{29} is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO_2, OR^{28}, SR^{28}, $S(=O)R^{28}$, $S(=O)_2R^{28}$, $S(=O)_2NR^{13}R^{14}$, $NR^{26}R^{27}$, acetyl, $C(=O)NR^{13}R^{14}$, $C(=O)OR^{13}$, C_1-C_6 alkyl, $OCHF_2$, SCF_3, OCF_3, -$C(=NH)NH_2$, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;

alternatively, two R^{29} substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;

alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R^{19};

each R^{30} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}, and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}; and

with the proviso that R^3, R^4, R^5, R^6, R^7, R^8, and R^9 are not all hydrogen.

30. The method of claim **29**, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 10 μM.

31. The method of claim **30**, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 1.0 μM.

32. The method of claim **31**, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 0.1 μM.

33. The method of claim **29**, wherein cathepsin S is selectively inhibited in the presence of at least one other cathepsin.

34. The method of claim **33**, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 10 times greater than a cathepsin S inhibition constant of a compound of Formula I.

35. The method of claim **34**, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 100 times greater than said cathepsin S inhibition constant of a compound of Formula I.

36. The method of claim **35**, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 1000 times greater than said cathepsin S inhibition constant of a compound of Formula I.

37. The method of claim **29**, wherein said compound is a member selected from the compounds of Table I.